

**THE COMPANIES ACT 1985**

**As amended by the Companies Act 1989**

**TRIESSE HOLDINGS LIMITED**

**Company Number 3252997**

We, the undersigned being all the members of the Company entitled to vote at general meetings of the Company hereby pass the following resolutions as special resolutions of the Company and acknowledge that the said resolutions shall, pursuant to Article 53 of the Companies (Tables A to F) (Amendment) Regulations 1985 (which article forms part of the Company's Articles of Association) for all purposes be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held on the date on which the last member to do so signs below

**RESOLUTIONS**

IT IS RESOLVED THAT:

1. Article 3.2 of the Company's Articles of Association shall be abrogated and replaced by the following Article:

**'3.2 Voting in General Meetings**

3.2.1 The holders of the 'A' Preference Shares, and the 'C' Preference Shares shall be entitled to receive notice of and to attend and speak at general meetings of the Company but shall not be entitled to a vote upon an resolution.

3.2.2 The holders of the 'B' Preference Shares shall be entitled to receive notice of and to attend and speak at general meetings of the Company but shall not be entitled to vote upon any resolution unless:

3.2.2.1 the resolution is one which varies, modifies, alters or abrogates any of the rights, privileges, limitations or restrictions attaching to the Preference Shares; or,



3.2.2.2 the Company shall have committed a Default (which shall not have been rectified in accordance with Article 3.2.4) and the 'B' Preference Shareholders shall have opted to vote by serving notice in writing upon the Company or the Chairman of the meeting of their intention to so vote signed by the holders of not less than three quarters of the 'B' Preference Shares.

3.2.3 The Company shall commit a 'Default' if:

3.2.3.1 any payment of the Preference Dividend is not paid in full on the due date;

3.2.3.2 the Company shall on a Redemption Date fail to redeem all or any of the Preference Share falling to be redeemed on such Redemption Date;

3.2.3.3 the Company or any subsidiary of the Company shall on the due date for payment fail to pay any sum due for payment to a holder of 'B' Preference Shares under the terms of any written agreement between the Company or subsidiary and such holder of 'B' Preference Shares for the repayment of his directors loan or current account with such company; or

3.2.3.4 the management accounts of the Company and its subsidiaries for any month show a breach of the Financial Covenant

**PROVIDED ALWAYS** that the Company shall not be in Default if payment is made under Articles 3.2.3.1, 3.2.3.2 or 3.2.3.3 within 7 days of the due date or Redemption Date as the case may be.

3.2.4 The Default shall be rectified and the voting rights attaching to 'B' Preference Shares shall be extinguished automatically and immediately if:

3.2.4.1 all the Preference Shares shall have been redeemed (whether due for redemption or not); and

3.2.4.2 all other amounts outstanding under any agreement as mentioned in article 3.2.3.3 shall have been repaid (whether due for repayment or not); together with all dividends and interest (if any) accruing thereon up to the date of actual redemption and repayment respectively.

- 3.2.5 During any period in which either the holders of the 'B' Preference Shares still exercise their entitlement to vote in accordance with article 3.2.2 or there shall be a 'B' Director appointed such 'B' Preference Shareholders shall procure that the Company uses all reasonable endeavours to rectify the Company's Default as provided by Article 3.2.4 and so to extinguish the 'B' Preference Shareholders' entitlement to vote
- 3.2.6 When entitled to vote pursuant to Article 3.2.2 every holder of 'B' Preference Shares who is present in person or by proxy at a general meeting of the Company shall have either on a show of hands one vote or on a poll such number of votes for each 'B' Preference Share of which he is the registered holder as equals the additional number of votes required which when aggregated with all votes that all the holder of 'B' Preference Shares shall have (including by virtue of any holding they may have of Ordinary Shares) gives 75% of the total votes available to all shareholders entitled to attend and vote at such meeting divided by the total number of 'B' Preference Shares in issue.
- 3.2.7 Save as provided in Article 3.2.6 every holder of Ordinary Shares who is present in person or by proxy at a general meeting of the Company shall have one vote and on a poll every holder present in person or by proxy shall have one vote for each ordinary share registered in his name.'

2. Article 3.3.1 of the Company's Articles of Association shall be abrogated and replaced by the following Article:

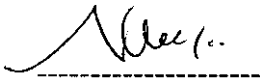

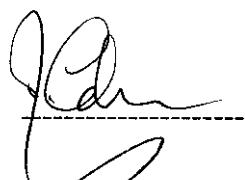

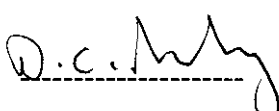
'3.3.1 The Preference Shares shall be redeemed by the Company (pro rata to the number of Preference Shares held by each holder of such shares) in the amounts and on the dates given in the table below or if earlier on a Marketing or Sale:

<b>Redemption Date</b>	<b>Number of Shares</b>
30 <sup>th</sup> September 2001	123,750 A Preference Shares
1 <sup>st</sup> April 2002	123,750 A Preference Shares
30 <sup>th</sup> September 2002	123,750 A Preference Shares

1 <sup>st</sup> April 2003	123,750 A Preference Shares
30 <sup>th</sup> September 2003	70,250 A Preference Shares
30 <sup>th</sup> September 2003	37,500 B Preference Shares
30 <sup>th</sup> September 2003	37,000 C Preference Share

and each such date or the date of such Marketing or Sale shall be referred to as "the Redemption Date" and each such date excluding the date of Marketing or Sale shall be referred to as "the Normal Redemption Date".

3. Article 19.11.2 of the Company's Articles of Association shall be amended by the addition of the words 'other than K D Waller' at the beginning of the sub-clause.

<u>Signature</u>	<u>Member</u>	<u>Date</u>
	K D Waller	24. 11 1999
	M R Walkden	24. 11 1999 <del>30. 11</del>
	D Colman	24. 11 1999
	A Eastwood	24. 11 1999
	D Morbey	24. 11 1999